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(Requestor's Name)

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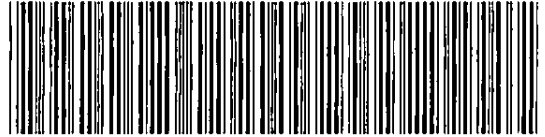
(Business Entity Name)

(Document Number)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FEST HOLDINGS, LLC

Please Debit FCA000000003 For: 150

Thank you Seth Neeley



Signature

Requested by:

Name

Date

Time

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Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
* L.C. File **CONVERT** _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
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Certificate of Good Standing _____
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Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

CERTIFICATE OF CONVERSION OF
FEST HOLDINGS, INC., A FLORIDA CORPORATION
TO
FEST HOLDINGS, LLC., A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to Florida Statute §605.1045, FEST HOLDINGS, INC. files this its Certificate of Conversion from a Florida corporation to a Florida Limited Liability Company.

- FIRST: FEST HOLDINGS, INC. was duly formed and organized under the laws of the State of Florida on October 31, 2017, Document Number: P1700087479.
- SECOND: The name of the predecessor entity was FEST HOLDINGS, INC., a Florida corporation.
- THIRD: The name of the Limited Liability Company is FEST HOLDINGS, LLC., a Florida limited liability company as set forth in the attached Articles of Organization.
- FOURTH: The registered agent shall be Steven W. Moore, PLLC., 8240 118th Avenue North, Suite 300, Largo, Florida 33773.
- FOURTH: The effective date of the conversion shall be the date of filing.
- FIFTH: The conversion is permitted by the applicable laws governing the other business entity and the conversion complies with such laws and the requirements of F.S. §605.00 et seq., effecting the conversion.
- SIXTH: The previous Business Entity currently exists on the official records of the State of Florida under which it is currently organized. FEST HOLDINGS, Inc. or FEST HOLDINGS, LLC has agreed to pay any members having appraisal rights the amount to which such members are entitled under FS §605.1006 and §605.1061-605.1072.

The individual signing affirms that the facts stated in this document are true. Any false

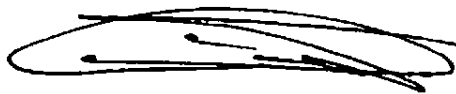
information constitutes a third degree felony as provided for in F.S. §817.155.

FEST HOLDINGS, LLC,
a Florida limited liability company



By: CHARLES W. FEST, JR.
Its. Manager and Member

FEST HOLDINGS, INC.,
a Florida corporation



By: CHARLES W. FEST, JR.
Its. President and Director

2024 OCT 17 10:34:47

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I am familiar with, and accept, the obligation of that office.

By:


Steven W. Moore, Registered Agent

**PLAN OF CONVERSION FROM FEST HOLDINGS, INC.
(THE "CONVERTING ENTITY") TO FEST HOLDINGS, LLC.
(THE "CONVERTED ENTITY")**

Pursuant to the provisions of Florida Statute §605, et seq. (the "Florida Revised Limited Liability Company Act"), the above referenced Entities by and through their Shareholders and Directors do unanimously adopt, ratify and confirm this Plan of Conversion (the "Plan") and states:

Article I

The name of the Corporation subject to this conversion is FEST HOLDINGS, INC.

Article II

The name of the converted entity shall be FEST HOLDINGS, LLC.

Article III

The conversion shall be effective on the date of filing the Articles of Conversion and Article of Organization. All of the stock of FEST HOLDINGS, INC. shall be tendered to the Converted Entity and Membership Interest in the Converted Entity shall be issued to the previous Shareholders of the Converting Entity in such amounts as agreed to by the parties.

Article IV

The address of the principal place of business of the Converted Entity shall remain at 20910 Ragan Lane, Land O' Lakes, Florida 34638. The registered agent shall be Steven W. Moore, Esquire, 8240 118th Avenue North, Suite 300, Largo, Florida 33773.

The above Plan of Conversion has been unanimously adopted by the Shareholders and Directors of Converting Entity on October 15, 2024.

FEST HOLDINGS, INC.,
a Florida corporation



By: CHARLES W. FEST, JR.
Its. Director and President

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF FEST HOLDINGS, LLC**

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Revised Limited Liability Company Act, as amended, F.S. §605, et.seq. (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

**ARTICLE I
NAME**

The name of this Company shall be: FEST HOLDINGS, LLC

**ARTICLE II
DURATION**

This Company shall commence on the date of the filing of these Articles of Organization pursuant to Section 605 et.seq. of the Act, and shall continue for a perpetual period of time from this commencement date, or until dissolved by all of its members. Subject to the foregoing this company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all of the members.

**ARTICLE III
PURPOSES**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 605.0108 of the Act.

**ARTICLE IV
PLACE OF BUSINESS**

The mailing address and street address of the principal place of business of this Company shall be 20910 Ragan Lane, Land O' Lakes, Florida 34638, or such other place or places as may be designated by the members from time to time.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the initial registered agent for this Company shall be Steven W. Moore, Esquire and the street address of the registered agent for the service of process shall be 8240 118th Avenue N., Suite 300, Largo, Florida 33773.

ARTICLE VI
ADMISSION OF MEMBERS

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by a unanimous vote of the members.

ARTICLE VII
CONTINUATION OF BUSINESS

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VIII
MANAGEMENT

The management of this Company shall be managed by a manager(s) to be elected by a majority of the members at the annual meeting. The name(s) and address(es) of such manager(s) who is/are to serve until the first annual meeting of the members or until his/their successor(s) is/are elected and qualify are:

CHARLES W. FEST, JR.
20910 Ragan Lane
Land O' Lakes, Florida 34638

The manager(s) shall vote on and approve all matters relating to the limited liability Company including, but not limited to, the contracting of debt, entering into leases, contracts, mortgages, notes, deeds, conveyance agreements, trusts, security agreements, assignments, licenses, bills of sale, management agreements and such other generally recognized business arrangements.

ARTICLE IX
POWERS

This Company shall have all of the powers and authorities set forth in the Act.

ARTICLE X
PROPERTY

(a) Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of this Company.

(c) Conveyances. The manager(s) is/are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any, and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by the manager. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

By:


/SAMPLE

CHARLES W. FEST, JR., Manager

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

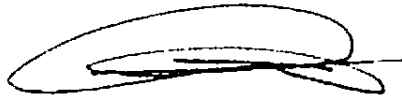
ARTICLE XI
AMENDMENTS

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 605.0202 of the Act.

ARTICLE XII
REGULATIONS & OPERATING AGREEMENT

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of the members and acknowledged them to be my act this 10 day of October, 2024.



CHARLES W. FEST, JR.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FEST HOLDINGS, LLC , desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of St. Petersburg, County of Pinellas and State of Florida, has named Steven W. Moore, Esquire, 8240 118th Avenue N., Suite 300, Largo, Florida 33773, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I am familiar with, and accept, the obligation of that office.

By:


Steven W. Moore, Registered Agent